

## SERVOTECH POWER SYSTEMS LIMITED

CIN:- L31200DL2004PLC129379

Registered Office: 806, 8<sup>th</sup> Floor, Crown Heights,  
Crown Plaza, Sector-10, Rohini, New Delhi-110085

Phone: 011-41117657-58-59-60

E-mail: [investor.relations@servotechindia.com](mailto:investor.relations@servotechindia.com); Website- [www.servotech.in](http://www.servotech.in)

### NOTICE

**NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting ("AGM") of Servotech Power Systems Limited ("the Company") will be held on Saturday, 19<sup>th</sup> December, 2020 at 11:00 A.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:**

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nimesh Malhotra (DIN: 07104660), who retires by rotation and being eligible, offer himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section(s) 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules made thereunder, read with Schedule V of the said Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded for re-appointment of Mr. Nimesh Malhotra (DIN : 07104660), who retires by rotation, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS

3. To ratify Remuneration of M/s. N.N Sharma & Associates, Cost Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the recommendation of Audit Committee and approval of the Board of Directors and provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), the remuneration of INR 30,000/- (Rupees Thirty Thousand Only) plus service tax as applicable, payable to

M/s. NN Sharma & Associates, Cost Accountants (Firm Reg. No.: 101702) to carry out audit of cost records of the Company for the financial year 2020-21, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company."

4. To approve payment of remuneration to Mr. Raman Bhatia, (DIN:00153827) Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company and provisions of Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded to revise the maximum remuneration to be paid to Mr. Raman Bhatia, (DIN:00153827) Managing Director of the Company for the remaining period of his present terms stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration in such manner as may be agreed to between the Board of Directors and Mr. Raman Bhatia, (DIN:00153827) within and in accordance with the Act or such other applicable provisions or any amendment thereto.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

5. To approve continuation of payment of remuneration to Ms. Sarika Bhatia, (DIN:00155602) Whole-time Director in excess of threshold limits and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company and provisions of Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded to revise the maximum remuneration to be paid to Ms. Sarika Bhatia, (DIN:00155602) Whole-time Director of the Company for the remaining period of her present term as stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration in such manner as may be agreed to between the Board of Directors and Ms. Bhatia, within and in accordance with the Act or such other applicable provisions or any amendment thereto.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during her tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

6. To approve re-appointment of Mr. Nimesh Malhotra as the Whole-time Director for a period of 3 (three) years w.e.f. 19<sup>th</sup>

July, 2021 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr Nimesh Malhotra (DIN:071046607) as the Whole-time Director of the Company, for a further period of 3 (three) years w.e.f. 19<sup>th</sup> July, 2021 on such terms and conditions including remuneration as stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration read with the Remuneration Policy of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

FOR AND ON BEHALF OF  
SERVOTECH POWER SYSTEMS LIMITED

PRIYA PANDEY

COMPANY SECRETARY

ICSI MEMBERSHIP NO.: A35815

Date: 18<sup>th</sup> November, 2020

Place: New Delhi

Registered Office:

Add.: 806, 8<sup>th</sup> Floor, Crown Heights,  
Hotel Crown Plaza, Sector-10, Rohini,  
New Delhi-110085

**NOTES:-**

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (“MCA”) has vide its General Circular(s) bearing No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular bearing No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular bearing No. 17/2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”), the Company has decided to convene its ensuing 16<sup>th</sup> AGM through VC/OAVM, and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM.

2. An explanatory statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Ordinary/Special Businesses to be transacted at the Annual General Meeting (“AGM”/“Meeting”) is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 12<sup>th</sup> December, 2020 to Saturday, 19<sup>th</sup> December, 2020 (both days inclusive) the purpose of the AGM.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rndregular@gmail.com](mailto:rndregular@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates for consolidating their holdings in one folio to the Company or Company’s RTA i.e. Bigshare Services Private Limited 302,

Kushal Bazar, 32-33, Nehru Place, New Delhi 110019, Tel.: 011-42425004, Email: [Mukesh@bigshareonline.com](mailto:Mukesh@bigshareonline.com) (“RTA/Bigshare”) and a consolidated share certificate will be issued to such Members after making requisite changes.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In case of joint holders attending the AGM through VC/OAVM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. The members intending to seek any information on Annual Financial Statements or any matter placed/to be placed at the meeting are requested to kindly write to the Company on or before 15<sup>th</sup> December, 2020 through email on [investor\\_relations@servotechindia.com](mailto:investor_relations@servotechindia.com). The same will be replied by the Company suitably.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.servotech.in](http://www.servotech.in), websites of the Stock Exchange i.e. National Stock Exchange of India Limited at <https://www1.nseindia.com/merge> (“emerge portal”) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s RTA for assistance in this regard.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form.
14. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company/Registrar and Share Transfer Agent i.e. Bigshare in case the shares are held by them in physical form.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://servotech.in/downloads/>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company in case the shares are held in physical form.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during 11.00 a.m. to 02.00 p.m. up to one day prior to date of the Meeting.
17. Since the AGM will be held through VC OAVM, the Route Map, proxy form and attendance slip are not annexed in this Notice.
18. The Company is yet to declare any dividend therefore, the provisions with respect to unpaid and unclaimed dividend vis-à-vis Investor Education and Provident Fund and their respective Rules are not applicable.
19. M/s. Gupta Jalan and Associates, Chartered Accountants, (Firm Registration No. 03721N), were appointed as Statutory Auditors of the Company from conclusion of 12<sup>th</sup> AGM till conclusion of 17<sup>th</sup> AGM of the Company, subject to ratification at every AGM of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors. The Ministry of Corporate Affairs (MCA) vide its circular dated 7<sup>th</sup> May 2018 notified various sections of the Companies (Amendment) Act, 2017, thereby modifying Section 139 of

the Act, 2013. Accordingly, the requirement for ratification of appointment of Statutory Auditors by the shareholders at every AGM has been omitted; hence the same has not been put for motion as an ordinary business.

#### Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. Mr. Debabrata Deb Nath, Partner- R&D Company Secretaries ("ICSI Membership No. 7775 and C.P. No. 8612"), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
- III. The cut-off date for the purpose of voting (including remote e-voting) is Saturday, 12<sup>th</sup> December, 2020.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- V. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on Wednesday, 16 <sup>th</sup> December, 2020
End of remote e-voting	05:00 p.m. (IST) on Friday, 18 <sup>th</sup> December, 2020
- VI. During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, 12<sup>th</sup> December, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- VII. The details of the process and the manner for remote e-voting are explained herein below:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step: 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- 4 .Your User ID details are given below :

**Manner of holding Your User ID is: shares i.e. Demat (NSDL or CDSL) or Physical**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number i.e. 114997 followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step-2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step-1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company i.e. 114997 for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rndregular@gmail.com](mailto:rndregular@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

**Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate:**

1. In case shares are held in Physical mode, please send a request to the Registrar and Transfer Agents of the Company, Bigshare at [mukesh@bigshareonline.com](mailto:mukesh@bigshareonline.com) for providing folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.

Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend, if paid in the future.
  - b) the Bank Account type,
  - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
  - d) 9-digit MICR Code Number, and
  - e) 11-digit IFSC Code
  - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
2. In case shares are held in demat mode, please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM THROUGH VC/OAVM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
6. Members are encouraged to join the Meeting through Laptops for better experience.
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Members who would like to express their views or ask questions during the AGM may register

themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investor.relations@servotechindia.com](mailto:investor.relations@servotechindia.com) from Friday, 11<sup>th</sup> December, 2020 (09:00 a.m. IST) to Sunday, 13<sup>th</sup> December, 2020 (05:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Also, the members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor.relations@servotechindia.com](mailto:investor.relations@servotechindia.com). The same will be replied by the company suitably.

#### **OTHER INSTRUCTIONS**

1. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on Saturday 12<sup>th</sup>, 2020 i.e. cut-off date only shall be entitled to avail the facility of e-Voting system during the AGM.
2. The result shall be declared not later than 48 hours from conclusion of this Annual General Meeting. The result declared shall be communicated to National Stock Exchange of India Limited, NSDL, M/s.Bigshare Financial Services Private Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. [www.servotechindia.com](http://www.servotechindia.com).
3. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of Annual General Meeting i.e. Saturday, 19<sup>th</sup> December, 2020.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 3**

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on 12<sup>th</sup> November, 2020, had re-appointed M/s. N.N Sharma & Associates, Cost Accountants (FRN. No. 101702) as Cost Auditors for the Financial Year 2020-21 at a remuneration of Rs.30,000/- (including out of pocket expenses) plus applicable taxes.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records & Audit), Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors to conduct the cost audit for the Financial Year 2020-21.

None of Directors, Key Managerial Personnel of the Company or their relatives are in any way connected or interested, financially or otherwise, in the Ordinary Resolution set out in Item No.4 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval of the members.

#### **ITEM No.: 4**

Mr. Raman Bhatia was appointed as Managing Director by way of a special resolution passed by the members at Extra-Ordinary General Meeting held on 6<sup>th</sup> June, 2017 with effect from 2<sup>nd</sup> June 2017, for period of 5 (five) years upto 1<sup>st</sup> June, 2022 including the remuneration to be paid to Mr. Raman Bhatia, Managing Director.

The Managing Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Managing Director of the Company may not be sufficient enough to pay the increased remuneration over a period of remaining term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 4 as minimum remuneration for the remaining period of his appointment, in case of inadequacy or absence of profits.

Mr. Bhatia satisfies all the conditions set out in Section 196 of the Companies Act, 2013 ("Act") and Part-I of Schedule V to the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. After the appointment of Mr. Bhatia on the Board, He has attended all the Board Meeting(s) held after his appointment as Managing Director.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act. Details of Mr. Bhatia are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2 issued by the ICSI.

The details of remuneration payable to Mr. Bhatia are given below:

1	Gross Remuneration	Gross Annual Remuneration in the scale from Rs. 30,00,000/- p.a. to Rs. 48,00,000/- p.a. with such increments as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee and/or any other-subcommittee thereof constituted by the Board) within the scale from time to time during his tenure whether paid as salary and/or allowance(s) or a combination thereof
2	Perquisites	The perquisites shall be paid as per the Rules of the Company in accordance with the provisions of the Income Tax Act, 1961.
3	Commission	Commission, if any, shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board.

The Board, therefore, recommends the Special Resolution at Item No. 4 of the Notice for approval by the Members.

Except Ms. Sarika Bhatia (Spouse of Mr. Bhatia) and Mr. Bhatia himself, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 4 of this Notice.

#### **ITEM NO.: 5**

Ms. Sarika Bhatia (DIN: 00155602) has been a Director since the incorporation of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, she was appointed as the Whole-time Director on the Board of the Company for a period of 5 (five) years w.e.f 21<sup>st</sup> August, 2019. Her appointment was ratified by the Members of the Company in the Annual General Meeting held on 29<sup>th</sup> September, 2019

Ms. Bhatia holds a Bachelor's Degree in Commerce and possesses more than 16 (sixteen) years of experience and knowledge in the field of Sales, Marketing, Business Operations and Development. She has been involved in the operations and administration of the Company for more than 16 years. Therefore the Board is of the view that the remuneration being paid to her as mentioned in the explanatory statement shall be paid or period of remaining term, therefore the approval of the members of the Company is sought to continue to pay to her the remuneration as provided in the resolution no. 5 as minimum



remuneration for the remaining period of her appointment, in case of inadequacy or absence of profits.

Ms. Bhatia satisfies all the conditions set out in Section 196 of the Companies Act, 2013 (“Act”) and Part-I of Schedule V to the Act for being eligible for his appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act. Details of Ms. Bhatia pursuant to the provisions of the Listing Regulations and SS-2 issued by the ICSI are provided in the “Annexure” to the Notice.

The details of remuneration payable to Ms. Bhatia are given below:

1	Gross Remuneration	Gross Annual remuneration of Rs. 27,25,000, with such increments as may be decided by the Board of Directors (hereinafter referred to as “the Board” which term shall also be deemed to include the Nomination and Remuneration Committee and/ or any other sub-committee thereof constituted by the Board) from time to time during her be paid as salary and/ or allowance(s) or a combination thereof
2	Perquisites	The perquisites shall be paid as per the Rules of the Company in accordance with the provisions of the Income Tax Act, 1961.
3	Commission	Commission, if any, shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board.

The Board, therefore, recommends the Special Resolution at Item No. 5 of the Notice for approval by the Members.

Except Mr. Raman Bhatia, Managing Director (Spouse of Ms. Sarika Bhatia) and Ms. Bhatia herself, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 4 of this Notice.

## ITEM NO. 2 & 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Nimesh Malhotra was appointed as the Whole-time Director of the Company on 20<sup>th</sup> July, 2019 for a period of 2(two) years upto 19<sup>th</sup> July, 2021.

Mr. Malhotra holds a Bachelor’s Degree in Commerce and possesses more than 7 (seven) years of experience and knowledge in the field of Human Resource and Administration. He has been involved in the operations and administration of the Company for more than 7(seven) years and it will be in the interest of the Company to re-appoint Mr. Nimesh Malhotra as the Whole-time Director of the Company for a period of 3 (three) years with effect from 19<sup>th</sup> July, 2021 and it is proposed to continue to avail his services for a further period of 3 (three) years as the Whole-time Director with effect from 19<sup>th</sup> July, 2021 to 19<sup>th</sup> July, 2024 for carrying out the business operations of the Company

Mr. Malhotra satisfies all the conditions set out in Section 196 of the Companies Act, 2013 (“Act”) and Part-I of Schedule V to the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. After the appointment of Mr. Malhotra on the Board, He has attended all the Board Meeting(s) held after his appointment as Whole-time Director.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act. Details of Mr. Malhotra are provided in the “Annexure” to the Notice pursuant to the provisions of the Listing Regulations and SS-2 issued by the ICSI.

The details of remuneration payable to Mr. Malhotra are given below:

1	Gross Remuneration	Gross Annual Remuneration of Rs. 8,15,052 for a further period of 3 (three) years, w.e.f 19 <sup>th</sup> July, 2021 with such increments as may be decided by the Board of Directors (hereinafter referred to as “the Board” which term shall also be deemed to include the Nomination and Remuneration Committee and/ or any other subcommittee thereof constituted by the Board) within the scale from time to time whether paid as salary and/or allowance(s) or a combination thereof
2	Perquisites	The perquisites shall be paid as per the Rules of the Company in accordance with the provisions of the Income Tax Act, 1961.
3	Commission	Commission, if any, shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board.

The Board, therefore, recommends the Special Resolution at Item No. 2 and 6 of the Notice for approval by the Members.

Except Mr. Malhotra, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 6 of this Notice.

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 W.R.T. ITEM 4, 5 AND 6**

1	Background details	These details form part of the disclosure required under SEBI Listing Regulations provided hereinbelow under the heading "Nature of expertise in specific functional area"
2	Past remuneration	These details form part of the disclosure required under SEBI Listing Regulations provided hereinbelow under the heading "Last Salary drawn"
3	Recognition or awards	Mr. Bhatia has been awarded with various awards namely "Chota Business Bade Sapne in 2010, Best Emerging Manufacturer of Led Lights & Solar Products In Delhi/NCR:2016, Green Entrepreneur of the Year 2016,
4	Job profile and his suitability	These details form part of the disclosure required under SEBI Listing Regulations provided hereinbelow under the heading "Nature of expertise in specific functional area"
5	Remuneration proposed	These Details form part of explanatory statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t.the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Bhatia is the Promoter and Managing Director. Save as the managerial remuneration he does not have any other material pecuniary relationship with the Company.

**OTHER INFORMATION**

1	Reasons of loss or inadequate profits	Due to the outbreak of Covid-19 pandemic, the global economy has experienced a massive hit and the most enormously hit was the MSME sector. The on-going projects faced halts. This year has been the most full of work and effort on part of the senior management to continue to operate the Company in this adverse environment.
2	Steps taken or proposed to be taken for improvement	The Company continues to earn profit and hence there are no specific steps required to take and proposed to be taken for improvement other than working towards resolving some of the aforementioned constraints.
3	Expected increase in productivity and profits in measurable terms	The Company has earned the profit of Rs. 83 lacs approximately during the financial year ended 31 <sup>st</sup> March, 2020 and the Company is expected to do well in future. The series of steps taken/to be taken by the company would increase productivity and profits. With these measures the company would expect increase in sales as well as cash accruals.

The aforesaid should also be deemed to be notice of the abstract for terms of appointment and payment of remuneration the Managing Director and Whole-time Director(s).

In term of the provision of Schedule V of the Companies Act, 2013, additional disclosure is also given under appropriate head(s) in the Corporate Governance report annexed to the director's report.

FOR AND ON BEHALF OF  
SERVOTECH POWER SYSTEMS LIMITED

PRIYA PANDEY

COMPANY SECRETARY

Date: New Delhi

Place: 18<sup>th</sup> November, 2020 ICSI MEMBERSHIP NO.: A35815

Registered Office:

Add.: 806, 8<sup>th</sup> Floor, Crown Heights,  
Hotel Crown Plaza, Sector-10, Rohini,  
New Delhi-110085

**Details of Directors seeking appointment and re-appointment at the 16th Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with Secretarial Standard -2 issued by the Institute of Company Secretaries of India)**

<b>PARTICULARS</b>	<b>DETAILS</b>		
<b>Name of Director</b>	<b>Mr. Raman Bhatia</b>	<b>Ms. Sarika Bhatia</b>	<b>Mr. Nimesh Malhotra</b>
<b>Director's Identification Number (DIN)</b>	00153827	00155602	07104660
<b>Qualifications</b>	Bachelor's in Commerce	Bachelor's in Commerce	Bachelor's in Commerce
<b>Date of Birth &amp; Age</b>		30 <sup>th</sup> June, 1978 ( 42 years)	28 <sup>th</sup> September, 1987 (33 years)
<b>Date of First Appointment on Board</b>	24 <sup>th</sup> September, 2004	24 <sup>th</sup> September, 2004	20 <sup>th</sup> July, 2019
<b>Nature of expertise in specific functional area</b>	More than 25 years of experience in Sales, Marketing, Business Operations and Development.	More than 15 years of experience in Sales, Marketing, Business Operations and Development.	More than 6 years of experience in Human Resource Management and Administration
<b>List of Directorships of other Boards</b>	NIL	NIL	Servotech Solar Applications Private Limited
<b>Chairmanship/Membership of Committees of other Boards</b>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Committee of Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>• Committee of Board of Directors</li> <li>• Stakeholders Relationship Committee</li> </ul>	Committee of Board of Directors
<b>Number of Shares held in the Company</b>	6682675	2573675	4,532
<b>Relationship between Directors inter-se</b>	Husband of Ms. Sarika Bhatia, Whole-time Director	Wife of Mr. Raman Bhatia, Managing Director of the Company	NIL
<b>Last Salary Drawn (in Rs.₹)</b>	30,00,000 p.a.	27, 25,000 p.a.	8,15,052 p.a.